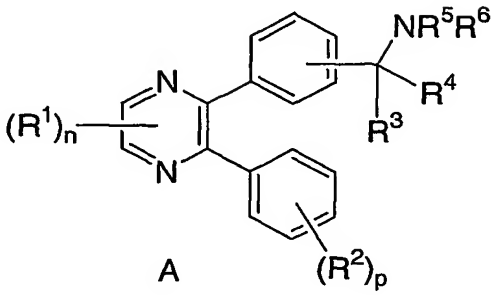
WHAT IS CLAIMED IS:

1. A compound of the Formula A:



A

wherein:

a is 0 or 1;
b is 0 or 1;
m is 0, 1 or 2;
n is 0, 1 or 2;
p is 0, 1 or 2;
r is 0 or 1;
s is 0 or 1;
t is 2, 3, 4, 5 or 6;

R1 is independently selected from:

1) $(C=O)_aO_bC_1$-C_{10} alkyl,
2) $(C=O)_aO_b$aryl,
3) C_2-C_{10} alkenyl,
4) C_2-C_{10} alkynyl,
5) $(C=O)_aO_b$ heterocyclyl,
6) $(C=O)_aO_bC_3$-C_8 cycloalkyl,
7) CO_2H,
8) halo,
9) CN,
10) OH,
11) O_bC_1-C_6 perfluoroalkyl,

12) $O_a(C=O)_bNR^7R^8$,
13) $NR^c(C=O)NR^7R^8$,
14) $S(O)_mR^a$,
15) $S(O)_2NR^7R^8$,
16) $NR^cS(O)_mR^a$,
17) oxo,
18) CHO,
19) NO_2,
20) $NR^c(C=O)O_bR^a$,
21) $O(C=O)O_bC_1$-C_{10} alkyl,
22) $O(C=O)O_bC_3$-C_8 cycloalkyl,
23) $O(C=O)O_b$aryl, and
24) $O(C=O)O_b$-heterocycle,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from R^z;

R^2 is independently selected from:

1) $(C=O)_aO_bC_1$-C_{10} alkyl,
2) $(C=O)_aO_b$aryl,
3) C_2-C_{10} alkenyl,
4) C_2-C_{10} alkynyl,
5) $(C=O)_aO_b$ heterocyclyl,
6) $(C=O)_aO_bC_3$-C_8 cycloalkyl,
7) CO_2H,
8) halo,
9) CN,
10) OH,
11) O_bC_1-C_6 perfluoroalkyl,
12) $O_a(C=O)_bNR^7R^8$,
13) $NR^c(C=O)NR^7R^8$,
14) $S(O)_mR^a$,
15) $S(O)_2NR^7R^8$,
16) $NR^cS(O)_mR^a$,
17) CHO,

18) NO_2,
19) $NR^c(C=O)O_bR^a$,
20) $O(C=O)O_bC_1$-C_{10} alkyl,
21) $O(C=O)O_bC_3$-C_8 cycloalkyl,
22) $O(C=O)O_b$aryl, and
23) $O(C=O)O_b$-heterocycle,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R^z;

R^3 and R^4 are independently selected from: H, C_1-C_6-alkyl and C_1-C_6-perfluoroalkyl, or

R^3 and R^4 are combined to form $-(CH_2)_t-$ wherein one of the carbon atoms is optionally replaced by a moiety selected from O, $S(O)_m$, $-N(R^b)C(O)-$, and $-N(COR^a)-$;

R^5 and R^6 are independently selected from:

1) H,
2) $(C=O)O_bR^a$,
3) C_1-C_{10} alkyl,
4) aryl,
5) C_2-C_{10} alkenyl,
6) C_2-C_{10} alkynyl,
7) heterocyclyl,
8) C_3-C_8 cycloalkyl,
9) SO_2R^a, and
10) $(C=O)NR^b{}_2$,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R^z, or

R^5 and R^6 can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected

from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with Q and also optionally substituted with one or more substituents selected from R^z;

R^7 and R^8 are independently selected from:

1) H,
2) $(C=O)O_bC_1$-C_{10} alkyl,
3) $(C=O)O_bC_3$-C_8 cycloalkyl,
4) $(C=O)O_b$aryl,
5) $(C=O)O_b$heterocyclyl,
6) C_1-C_{10} alkyl,
7) aryl,
8) C_2-C_{10} alkenyl,
9) C_2-C_{10} alkynyl,
10) heterocyclyl,
11) C_3-C_8 cycloalkyl,
12) SO_2R^a, and
13) $(C=O)NR^b{}_2$,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R^z, or

R^7 and R^8 can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one or more substituents selected from R^z;

R^z is selected from:

1) $(C=O)_rO_s(C_1$-$C_{10})$alkyl,
2) $O_r(C_1$-$C_3)$perfluoroalkyl,
3) $(C_0$-$C_6)$alkylene-$S(O)_mR^a$,
4) oxo,
5) OH,
6) halo,
7) CN,
8) $(C=O)_rO_s(C_2$-$C_{10})$alkenyl,

9) $(C=O)_rO_s(C_2\text{-}C_{10})$alkynyl,
10) $(C=O)_rO_s(C_3\text{-}C_6)$cycloalkyl,
11) $(C=O)_rO_s(C_0\text{-}C_6)$alkylene-aryl,
12) $(C=O)_rO_s(C_0\text{-}C_6)$alkylene-heterocyclyl,
13) $(C=O)_rO_s(C_0\text{-}C_6)$alkylene-$N(R^b)_2$,
14) $C(O)R^a$,
15) $(C_0\text{-}C_6)$alkylene-CO_2R^a,
16) C(O)H,
17) $(C_0\text{-}C_6)$alkylene-CO_2H,
18) $C(O)N(R^b)_2$,
19) $S(O)_mR^a$,
20) $S(O)_2N(R^b)_2$
21) $NR^c(C=O)O_bR^a$,
22) $O(C=O)O_bC_1\text{-}C_{10}$ alkyl,
23) $O(C=O)O_bC_3\text{-}C_8$ cycloalkyl,
24) $O(C=O)O_b$aryl, and
25) $O(C=O)O_b$-heterocycle,

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, $(C_1\text{-}C_6)$alkoxy, halogen, CO_2H, CN, $O(C=O)C_1\text{-}C_6$ alkyl, oxo, and $N(R^b)_2$;

R^a is substituted or unsubstituted $(C_1\text{-}C_6)$alkyl, substituted or unsubstituted $(C_2\text{-}C_6)$alkenyl, substituted or unsubstituted $(C_2\text{-}C_6)$alkynyl, substituted or unsubstituted $(C_3\text{-}C_6)$cycloalkyl, substituted or unsubstituted aryl, $(C_1\text{-}C_6)$perfluoroalkyl, 2,2,2-trifluoroethyl, or substituted or unsubstituted heterocyclyl; and

R^b is H, $(C_1\text{-}C_6)$alkyl, substituted or unsubstituted aryl, substituted or unsubstituted benzyl, substituted or unsubstituted heterocyclyl, $(C_3\text{-}C_6)$cycloalkyl, $(C=O)OC_1\text{-}C_6$ alkyl, $(C=O)C_1\text{-}C_6$ alkyl or $S(O)_2R^a$;

R^c is selected from:

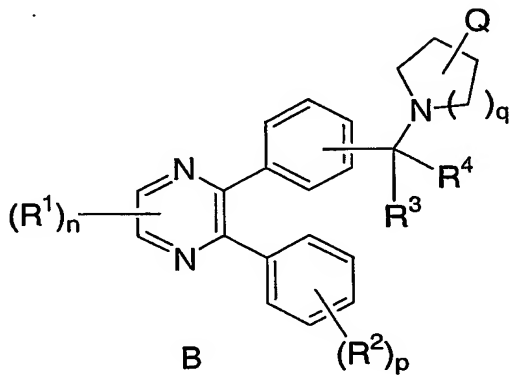
1) H,
2) $C_1\text{-}C_{10}$ alkyl,
3) aryl,

4) C_2-C_{10} alkenyl,
5) C_2-C_{10} alkynyl,
6) heterocyclyl,
7) C_3-C_8 cycloalkyl,
8) C_1-C_6 perfluoroalkyl,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R^z;

or a pharmaceutically acceptable salt or a stereoisomer thereof.

2. A compound of the Formula B:



wherein:

a is 0 or 1;
b is 0 or 1;
m is 0, 1 or 2;
n is 0, 1 or 2;
p is 0, 1 or 2;
q is 0, 1, 2, 3 or 4;
r is 0 or 1;
s is 0 or 1;
t is 2, 3, 4, 5 or 6;

Q is selected from: -NR^7R^8, aryl and heterocyclyl, said aryl and heterocyclyl optionally substituted with one to three substituents selected from R^z;

R^1 is independently selected from:

1) $(C=O)_aO_bC_1$-C_{10} alkyl,
2) $(C=O)_aO_b$aryl,
3) C_2-C_{10} alkenyl,
4) C_2-C_{10} alkynyl,
5) $(C=O)_aO_b$ heterocyclyl,
6) $(C=O)_aO_bC_3$-C_8 cycloalkyl,
7) CO_2H,
8) halo,
9) CN,
10) OH,
11) O_bC_1-C_6 perfluoroalkyl,
12) $O_a(C=O)_bNR^7R^8$,
13) $NR^c(C=O)NR^7R^8$,
14) $S(O)_mR^a$,
15) $S(O)_2NR^7R^8$,
16) $NR^cS(O)_mR^a$,
17) oxo,
18) CHO,
19) NO_2,
20) $NR^c(C=O)O_bR^a$,
21) $O(C=O)O_bC_1$-C_{10} alkyl,
22) $O(C=O)O_bC_3$-C_8 cycloalkyl,
23) $O(C=O)O_b$aryl, and
24) $O(C=O)O_b$-heterocycle,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from R^z;

R^2 is independently selected from:

1) $(C=O)_aO_bC_1$-C_{10} alkyl,
2) $(C=O)_aO_b$aryl,

3) C_2-C_{10} alkenyl,
4) C_2-C_{10} alkynyl,
5) $(C=O)_aO_b$ heterocyclyl,
6) $(C=O)_aO_bC_3$-C_8 cycloalkyl,
7) CO_2H,
8) halo,
9) CN,
10) OH,
11) O_bC_1-C_6 perfluoroalkyl,
12) $O_a(C=O)_bNR^7R^8$,
13) $NR^c(C=O)NR^7R^8$,
14) $S(O)_mR^a$,
15) $S(O)_2NR^7R^8$,
16) $NR^cS(O)_mR^a$,
17) CHO,
18) NO_2,
19) $NR^c(C=O)O_bR^a$,
20) $O(C=O)O_bC_1$-C_{10} alkyl,
21) $O(C=O)O_bC_3$-C_8 cycloalkyl,
22) $O(C=O)O_b$aryl, and
23) $O(C=O)O_b$-heterocycle,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R^z;

R^3 and R^4 are independently selected from: H, C_1-C_6-alkyl and C_1-C_6-perfluoroalkyl, or

R^3 and R^4 are combined to form $-(CH_2)_t-$ wherein one of the carbon atoms is optionally replaced by a moiety selected from O, $S(O)_m$, $-N(R^b)C(O)-$, and $-N(COR^a)-$;

R^7 and R^8 are independently selected from:

1) H,
2) $(C=O)O_bC_1$-C_{10} alkyl,

3) $(C=O)O_bC_3$-C_8 cycloalkyl,
4) $(C=O)O_b$aryl,
5) $(C=O)O_b$heterocyclyl,
6) C_1-C_{10} alkyl,
7) aryl,
8) C_2-C_{10} alkenyl,
9) C_2-C_{10} alkynyl,
10) heterocyclyl,
11) C_3-C_8 cycloalkyl,
12) SO_2R^a, and
13) $(C=O)NR^b{}_2$,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R^z, or

R^7 and R^8 can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one or more substituents selected from R^z;

R^z is selected from:

1) $(C=O)_rO_s(C_1$-$C_{10})$alkyl,
2) $O_r(C_1$-$C_3)$perfluoroalkyl,
3) $(C_0$-$C_6)$alkylene-$S(O)_mR^a$,
4) oxo,
5) OH,
6) halo,
7) CN,
8) $(C=O)_rO_s(C_2$-$C_{10})$alkenyl,
9) $(C=O)_rO_s(C_2$-$C_{10})$alkynyl,
10) $(C=O)_rO_s(C_3$-$C_6)$cycloalkyl,
11) $(C=O)_rO_s(C_0$-$C_6)$alkylene-aryl,
12) $(C=O)_rO_s(C_0$-$C_6)$alkylene-heterocyclyl,
13) $(C=O)_rO_s(C_0$-$C_6)$alkylene-$N(R^b)_2$,

14) $C(O)R^a$,
15) $(C_0\text{-}C_6)$alkylene-CO_2R^a,
16) C(O)H,
17) $(C_0\text{-}C_6)$alkylene-CO_2H,
18) $C(O)N(R^b)_2$,
19) $S(O)_mR^a$,
20) $S(O)_2N(R^b)_2$
20) $NR^c(C=O)O_bR^a$,
21) $O(C=O)O_bC_1\text{-}C_{10}$ alkyl,
22) $O(C=O)O_bC_3\text{-}C_8$ cycloalkyl,
23) $O(C=O)O_b$aryl, and
24) $O(C=O)O_b$-heterocycle,

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, $(C_1\text{-}C_6)$alkoxy, halogen, CO_2H, CN, $O(C=O)C_1\text{-}C_6$ alkyl, oxo, and $N(R^b)_2$;

R^a is $(C_1\text{-}C_6)$alkyl, $(C_2\text{-}C_6)$alkenyl, $(C_2\text{-}C_6)$alkynyl, $(C_3\text{-}C_6)$cycloalkyl, substituted or unsubstituted aryl, $(C_1\text{-}C_6)$perfluoroalkyl, 2,2,2-trifluoroethyl, or substituted or unsubstituted heterocyclyl; and

R^b is H, $(C_1\text{-}C_6)$alkyl, aryl, heterocyclyl, $(C_3\text{-}C_6)$cycloalkyl, $(C=O)OC_1\text{-}C_6$ alkyl, $(C=O)C_1\text{-}C_6$ alkyl or $S(O)_2R^a$;

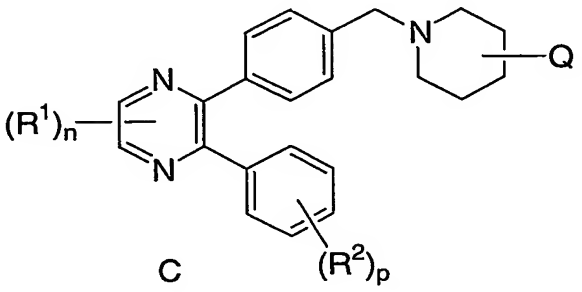
R^c is selected from:

1) H,
2) $C_1\text{-}C_{10}$ alkyl,
3) aryl,
4) $C_2\text{-}C_{10}$ alkenyl,
5) $C_2\text{-}C_{10}$ alkynyl,
6) heterocyclyl,
7) $C_3\text{-}C_8$ cycloalkyl,
8) $C_1\text{-}C_6$ perfluoroalkyl,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R^z;

or a pharmaceutically acceptable salt or a stereoisomer thereof.

3. The compound according to Claim 2 of the Formula C:



C

wherein:

a is 0 or 1;
b is 0 or 1;
m is 0, 1 or 2;
n is 0, 1 or 2;
p is 0, 1 or 2;
r is 0 or 1;
s is 0 or 1;

Q is selected from: $-NR^7R^8$ and heterocyclyl, the heterocyclyl optionally substituted with one or two R^z;

R^1 is independently selected from:

1) $(C=O)_aO_bC_1$-C_{10} alkyl,
2) $(C=O)_aO_b$aryl,
3) C_2-C_{10} alkenyl,
4) C_2-C_{10} alkynyl,
5) $(C=O)_aO_b$ heterocyclyl,
6) $(C=O)_aO_bC_3$-C_8 cycloalkyl,
7) CO_2H,
8) halo,

9) CN,
10) OH,
11) O_bC_1-C_6 perfluoroalkyl,
12) $O_a(C=O)_bNR^7R^8$,
13) $NR^c(C=O)NR^7R^8$,
14) $S(O)_mR^a$,
15) $S(O)_2NR^7R^8$,
16) $NR^cS(O)_mR^a$,
17) oxo,
18) CHO,
19) NO_2,
20) $NR^c(C=O)O_bR^a$,
21) $O(C=O)O_bC_1$-C_{10} alkyl,
22) $O(C=O)O_bC_3$-C_8 cycloalkyl,
23) $O(C=O)O_b$aryl, and
24) $O(C=O)O_b$-heterocycle,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from R^z;

R^2 is independently selected from:
1) $(C=O)_aO_bC_1$-C_{10} alkyl,
2) $(C=O)_aO_b$aryl,
3) C_2-C_{10} alkenyl,
4) C_2-C_{10} alkynyl,
5) $(C=O)_aO_b$ heterocyclyl,
6) $(C=O)_aO_bC_3$-C_8 cycloalkyl,
7) CO_2H,
8) halo,
9) CN,
10) OH,
11) O_bC_1-C_6 perfluoroalkyl,
12) $O_a(C=O)_bNR^7R^8$,
13) $NR^c(C=O)NR^7R^8$,
14) $S(O)_mR^a$,
15) $S(O)_2NR^7R^8$,

16) $NR^cS(O)_mR^a$,
17) CHO,
18) NO_2,
19) $NR^c(C=O)O_bR^a$,
20) $O(C=O)O_bC_1$-C_{10} alkyl,
22) $O(C=O)O_bC_3$-C_8 cycloalkyl,
23) $O(C=O)O_b$aryl, and
24) $O(C=O)O_b$-heterocycle,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R^z;

R^7 and R^8 are independently selected from:

1) H,
2) $(C=O)O_bC_1$-C_{10} alkyl,
3) $(C=O)O_bC_3$-C_8 cycloalkyl,
4) $(C=O)O_b$aryl,
5) $(C=O)O_b$heterocyclyl,
6) C_1-C_{10} alkyl,
7) aryl,
8) C_2-C_{10} alkenyl,
9) C_2-C_{10} alkynyl,
10) heterocyclyl,
11) C_3-C_8 cycloalkyl,
12) SO_2R^a, and
13) $(C=O)NR^b{}_2$,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R^z, or

R^7 and R^8 can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one or more substituents selected from R^z;

R^z is selected from:

1) $(C=O)_rO_s(C_1\text{-}C_{10})$alkyl,
2) $O_r(C_1\text{-}C_3)$perfluoroalkyl,
3) $(C_0\text{-}C_6)$alkylene-$S(O)_mR^a$,
4) oxo,
5) OH,
6) halo,
7) CN,
8) $(C=O)_rO_s(C_2\text{-}C_{10})$alkenyl,
9) $(C=O)_rO_s(C_2\text{-}C_{10})$alkynyl,
10) $(C=O)_rO_s(C_3\text{-}C_6)$cycloalkyl,
11) $(C=O)_rO_s(C_0\text{-}C_6)$alkylene-aryl,
12) $(C=O)_rO_s(C_0\text{-}C_6)$alkylene-heterocyclyl,
13) $(C=O)_rO_s(C_0\text{-}C_6)$alkylene-$N(R^b)_2$,
14) $C(O)R^a$,
15) $(C_0\text{-}C_6)$alkylene-CO_2R^a,
16) C(O)H,
17) $(C_0\text{-}C_6)$alkylene-CO_2H,
18) $C(O)N(R^b)_2$,
19) $S(O)_mR^a$,
20) $S(O)_2NR^9R^{10}$
21) $NR^c(C=O)O_bR^a$,
22) $O(C=O)O_bC_1\text{-}C_{10}$ alkyl,
23) $O(C=O)O_bC_3\text{-}C_8$ cycloalkyl,
24) $O(C=O)O_b$aryl, and
25) $O(C=O)O_b$-heterocycle,

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, $(C_1\text{-}C_6)$alkoxy, halogen, CO_2H, CN, $O(C=O)C_1\text{-}C_6$ alkyl, oxo, and $N(R^b)_2$;

R^a is $(C_1\text{-}C_6)$alkyl, $(C_2\text{-}C_6)$alkenyl, $(C_2\text{-}C_6)$alkynyl, $(C_3\text{-}C_6)$cycloalkyl, substituted or unsubstituted aryl, $(C_1\text{-}C_6)$perfluoroalkyl, 2,2,2-trifluoroethyl, or substituted or unsubstituted heterocyclyl; and

R^b is H, $(C_1\text{-}C_6)$alkyl, aryl, heterocyclyl, $(C_3\text{-}C_6)$cycloalkyl, $(C{=}O)OC_1\text{-}C_6$ alkyl, $(C{=}O)C_1\text{-}C_6$ alkyl or $S(O)_2R^a$;

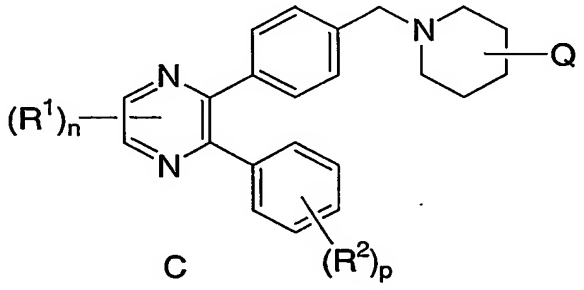
R^c is selected from:

1) H,
2) $C_1\text{-}C_{10}$ alkyl,
3) aryl,
4) $C_2\text{-}C_{10}$ alkenyl,
5) $C_2\text{-}C_{10}$ alkynyl,
6) heterocyclyl,
7) $C_3\text{-}C_8$ cycloalkyl,
8) $C_1\text{-}C_6$ perfluoroalkyl,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R^z;

or a pharmaceutically acceptable salt or a stereoisomer thereof.

4. The compound according to Claim 2 of the Formula C:



C

wherein:

a is 0 or 1;
b is 0 or 1;
m is 0, 1 or 2;
n is 0, 1 or 2;
p is 0, 1 or 2;

r is 0 or 1;
s is 0 or 1;

Q is selected from: -NR^7R^8, phenyl, benzimidazolyl, benzimidazolonyl, quinolinyl and isoquinolinyl, the benzimidazolyl, benzimidazolonyl, quinolinyl and isoquinolinyl optionally substituted with R^z;

R^1 is independently selected from:

1) $(C=O)_aO_bC_1$-C_{10} alkyl,
2) $(C=O)_aO_b$aryl,
3) C_2-C_{10} alkenyl,
4) C_2-C_{10} alkynyl,
5) $(C=O)_aO_b$ heterocyclyl,
6) $(C=O)_aO_bC_3$-C_8 cycloalkyl,
7) CO_2H,
8) halo,
9) CN,
10) OH,
11) O_bC_1-C_6 perfluoroalkyl,
12) $O_a(C=O)_bNR^7R^8$,
13) $NR^c(C=O)NR^7R^8$,
14) $S(O)_mR^a$,
15) $S(O)_2NR^7R^8$,
16) $NR^cS(O)_mR^a$,
17) oxo,
18) CHO,
19) NO_2,
20) $NR^c(C=O)O_bR^a$,
21) $O(C=O)O_bC_1$-C_{10} alkyl,
22) $O(C=O)O_bC_3$-C_8 cycloalkyl,
23) $O(C=O)O_b$aryl, and
24) $O(C=O)O_b$-heterocycle,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from R^z;

R^2 is independently selected from:

1) $(C=O)_aO_bC_1$-C_{10} alkyl,
2) $(C=O)_aO_b$aryl,
3) C_2-C_{10} alkenyl,
4) C_2-C_{10} alkynyl,
5) $(C=O)_aO_b$ heterocyclyl,
6) $(C=O)_aO_bC_3$-C_8 cycloalkyl,
7) CO_2H,
8) halo,
9) CN,
10) OH,
11) O_bC_1-C_6 perfluoroalkyl,
12) $O_a(C=O)_bNR^7R^8$,
13) $NR^c(C=O)NR^7R^8$,
14) $S(O)_mR^a$,
15) $S(O)_2NR^7R^8$,
16) $NR^cS(O)_mR^a$,
17) CHO,
18) NO_2,
19) $NR^c(C=O)O_bR^a$,
20) $O(C=O)O_bC_1$-C_{10} alkyl,
21) $O(C=O)O_bC_3$-C_8 cycloalkyl,
22) $O(C=O)O_b$aryl, and
23) $O(C=O)O_b$-heterocycle,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R^z;

R^7 and R^8 are independently selected from:

1) H,
2) $(C=O)O_bC_1$-C_{10} alkyl,
3) $(C=O)O_bC_3$-C_8 cycloalkyl,
4) $(C=O)O_b$aryl,
5) $(C=O)O_b$heterocyclyl,
6) C_1-C_{10} alkyl,

7) aryl,
8) C_2-C_{10} alkenyl,
9) C_2-C_{10} alkynyl,
10) heterocyclyl,
11) C_3-C_8 cycloalkyl,
12) SO_2R^a, and
13) $(C=O)NR^b_2$,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R^z, or

R^7 and R^8 can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one or more substituents selected from R^z;

R^z is selected from:

1) $(C=O)_rO_s(C_1$-$C_{10})$alkyl,
2) $O_r(C_1$-$C_3)$perfluoroalkyl,
3) $(C_0$-$C_6)$alkylene-$S(O)_mR^a$,
4) oxo,
5) OH,
6) halo,
7) CN,
8) $(C=O)_rO_s(C_2$-$C_{10})$alkenyl,
9) $(C=O)_rO_s(C_2$-$C_{10})$alkynyl,
10) $(C=O)_rO_s(C_3$-$C_6)$cycloalkyl,
11) $(C=O)_rO_s(C_0$-$C_6)$alkylene-aryl,
12) $(C=O)_rO_s(C_0$-$C_6)$alkylene-heterocyclyl,
13) $(C=O)_rO_s(C_0$-$C_6)$alkylene-$N(R^b)_2$,
14) $C(O)R^a$,
15) $(C_0$-$C_6)$alkylene-CO_2R^a,
16) C(O)H,
17) $(C_0$-$C_6)$alkylene-CO_2H,

18) $C(O)N(R^b)_2$,
19) $S(O)_mR^a$,
20) $S(O)_2NR^9R^{10}$
21) $NR^c(C=O)O_bR^a$,
22) $O(C=O)O_bC_1$-C_{10} alkyl,
23) $O(C=O)O_bC_3$-C_8 cycloalkyl,
24) $O(C=O)O_b$aryl, and
25) $O(C=O)O_b$-heterocycle,

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, $(C_1$-$C_6)$alkoxy, halogen, CO_2H, CN, $O(C=O)C_1$-C_6 alkyl, oxo, and $N(R^b)_2$;

R^a is $(C_1$-$C_6)$alkyl, $(C_3$-$C_6)$cycloalkyl, aryl, or heterocyclyl; and

R^b is H, $(C_1$-$C_6)$alkyl, aryl, heterocyclyl, $(C_3$-$C_6)$cycloalkyl, $(C=O)OC_1$-C_6 alkyl, $(C=O)C_1$-C_6 alkyl or $S(O)_2R^a$;

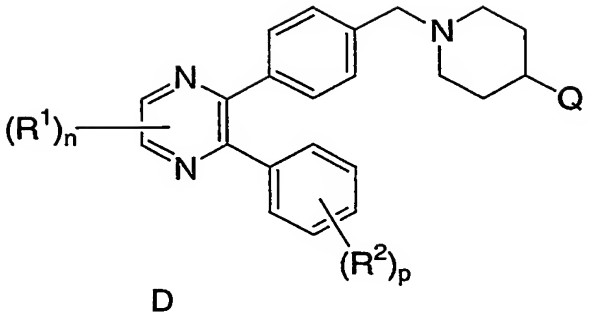
R^c is selected from:

1) H,
2) C_1-C_{10} alkyl,
3) aryl,
4) C_2-C_{10} alkenyl,
5) C_2-C_{10} alkynyl,
6) heterocyclyl,
7) C_3-C_8 cycloalkyl,
8) C_1-C_6 perfluoroalkyl,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R^z;

or a pharmaceutically acceptable salt or a stereoisomer thereof.

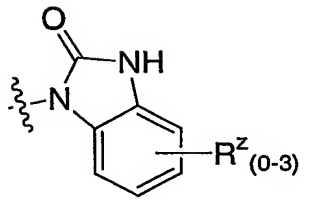
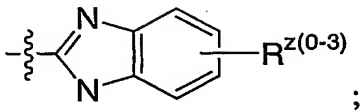
5. The compound according to Claim 4 of the Formula D:



D

wherein:

a is 0 or 1;
b is 0 or 1;
m is 0, 1 or 2;
n is 0, 1 or 2;
p is 0, 1 or 2;
r is 0 or 1;
s is 0 or 1;

Q is selected from: $-NR^7R^8$,  and  ;

R^1 is independently selected from:

1) $(C=O)_aO_bC_1$-C_{10} alkyl,
2) $(C=O)_aO_b$aryl,
3) C_2-C_{10} alkenyl,
4) C_2-C_{10} alkynyl,
5) $(C=O)_aO_b$ heterocyclyl,
6) $(C=O)_aO_bC_3$-C_8 cycloalkyl,
7) CO_2H,
8) halo,
9) CN,
10) OH,

11) O_bC_1-C_6 perfluoroalkyl,
12) $O_a(C=O)_bNR^7R^8$,
13) $NR^c(C=O)NR^7R^8$,
14) $S(O)_mR^a$,
15) $S(O)_2NR^7R^8$,
16) $NR^cS(O)_mR^a$,
17) oxo,
18) CHO,
19) NO_2,
20) $NR^c(C=O)O_bR^a$,
21) $O(C=O)O_bC_1$-C_{10} alkyl,
22) $O(C=O)O_bC_3$-C_8 cycloalkyl,
23) $O(C=O)O_b$aryl, and
24) $O(C=O)O_b$-heterocycle,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from R^z;

R^2 is independently selected from:
1) C_1-C_6 alkyl,
2) aryl,
3) heterocyclyl,
4) CO_2H,
5) halo,
6) CN,
7) OH,
8) $S(O)_2NR^7R^8$,

said alkyl, aryl and heterocyclyl optionally substituted with one, two or three substituents selected from R^z;

R^7 and R^8 are independently selected from:
1) H,
2) $(C=O)O_bC_1$-C_{10} alkyl,
3) $(C=O)O_bC_3$-C_8 cycloalkyl,
4) $(C=O)O_b$aryl,

5) $(C=O)O_b$heterocyclyl,
6) C_1-C_{10} alkyl,
7) aryl,
8) C_2-C_{10} alkenyl,
9) C_2-C_{10} alkynyl,
10) heterocyclyl,
11) C_3-C_8 cycloalkyl,
12) SO_2R^a, and
13) $(C=O)NR^b{}_2$,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R^z, or

R^7 and R^8 can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one or more substituents selected from R^z;

R^z is selected from:

1) $(C=O)_rO_s(C_1$-$C_{10})$alkyl,
2) $O_r(C_1$-$C_3)$perfluoroalkyl,
3) $(C_0$-$C_6)$alkylene-$S(O)_mR^a$,
4) oxo,
5) OH,
6) halo,
7) CN,
8) $(C=O)_rO_s(C_2$-$C_{10})$alkenyl,
9) $(C=O)_rO_s(C_2$-$C_{10})$alkynyl,
10) $(C=O)_rO_s(C_3$-$C_6)$cycloalkyl,
11) $(C=O)_rO_s(C_0$-$C_6)$alkylene-aryl,
12) $(C=O)_rO_s(C_0$-$C_6)$alkylene-heterocyclyl,
13) $(C=O)_rO_s(C_0$-$C_6)$alkylene-$N(R^b)_2$,
14) $C(O)R^a$,
15) $(C_0$-$C_6)$alkylene-CO_2R^a,

16) C(O)H,
17) (C_0-C_6)alkylene-CO_2H,
18) $C(O)N(R^b)_2$,
19) $S(O)_mR^a$, and
20) $S(O)_2N(R^b)_2$
21) $NR^c(C=O)O_bR^a$,
22) $O(C=O)O_bC_1$-C_{10} alkyl,
23) $O(C=O)O_bC_3$-C_8 cycloalkyl,
24) $O(C=O)O_b$aryl, and
25) $O(C=O)O_b$-heterocycle,

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, (C_1-C_6)alkoxy, halogen, CO_2H, CN, $O(C=O)C_1$-C_6 alkyl, oxo, and $N(R^b)_2$;

R^a is (C_1-C_6)alkyl, (C_3-C_6)cycloalkyl, aryl, or heterocyclyl; and

R^b is H, (C_1-C_6)alkyl, aryl, heterocyclyl, (C_3-C_6)cycloalkyl, $(C=O)OC_1$-C_6 alkyl, $(C=O)C_1$-C_6 alkyl or $S(O)_2R^a$;

R^c is selected from:

1) H,
2) C_1-C_{10} alkyl,
3) aryl,
4) C_2-C_{10} alkenyl,
5) C_2-C_{10} alkynyl,
6) heterocyclyl,
7) C_3-C_8 cycloalkyl,
8) C_1-C_6 perfluoroalkyl,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R^z;

or a pharmaceutically acceptable salt or a stereoisomer thereof.

6. The compound according to Claim 1 which is selected from:

1-{1-[4-(6-hydroxy-5-isobutyl-3-phenylpyrazin-2-yl)benzyl]piperidin-4-yl}-1,3-dihydro-2H-benzimidazol-2-one;

1-{1-[4-(5-hydroxy-6-isobutyl-3-phenylpyrazin-2-yl)benzyl]piperidin-4-yl}-1,3-dihydro-2H-benzimidazol-2-one;

1-(1-{4-[5-hydroxy-6-(1H-indol-3-ylmethyl)-3-phenylpyrazin-2-yl]benzyl}piperidin-4-yl)-1,3-dihydro-2H-benzimidazol-2-one; and

1-(1-{4-[6-hydroxy-5-(1H-indol-3-ylmethyl)-3-phenylpyrazin-2-yl]benzyl}piperidin-4-yl)-1,3-dihydro-2H-benzimidazol-2-one;

or a pharmaceutically acceptable salt thereof.

7. The TFA salts according to Claim 1 selected from:

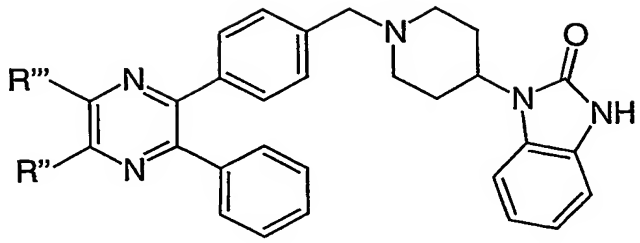
1-{1-[4-(6-hydroxy-5-isobutyl-3-phenylpyrazin-2-yl)benzyl]piperidin-4-yl}-1,3-dihydro-2H-benzimidazol-2-one;

1-{1-[4-(5-hydroxy-6-isobutyl-3-phenylpyrazin-2-yl)benzyl]piperidin-4-yl}-1,3-dihydro-2H-benzimidazol-2-one;

1-(1-{4-[5-hydroxy-6-(1H-indol-3-ylmethyl)-3-phenylpyrazin-2-yl]benzyl}piperidin-4-yl)-1,3-dihydro-2H-benzimidazol-2-one; and

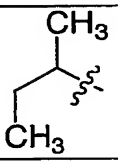
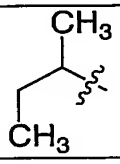
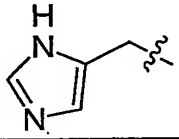
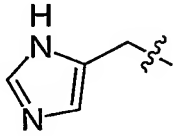
1-(1-{4-[6-hydroxy-5-(1H-indol-3-ylmethyl)-3-phenylpyrazin-2-yl]benzyl}piperidin-4-yl)-1,3-dihydro-2H-benzimidazol-2-one.

8. The compound according to Claim 1 which is selected from:



R''	R'''
-OH	$-CH_2CH(CH_3)_2$
$-CH_2CH(CH_3)_2$	-OH
-OH	H
H	-OH
-OH	$-CH_2Ph$
$-CH_2Ph$	-OH

R''	R'''
$-CH_2Ph$	-OH

-OH	
	-OH
-OH	$-CH_2OH$
$-CH_2OH$	-OH
-OH	
	-OH
-OH	$-CH_3$
$-CH_3$	-OH

or a pharmaceutically acceptable salt or a stereoisomer thereof.

9. The TFA salt according to Claim 1 selected from:

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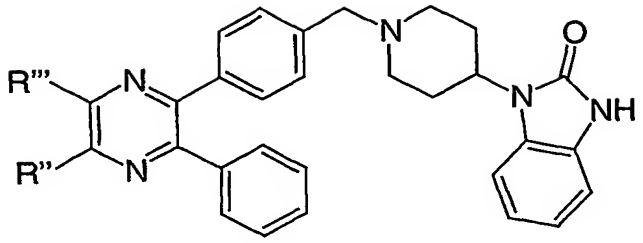
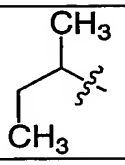
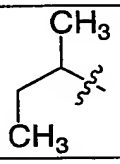
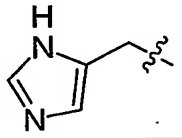
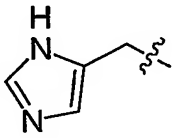


R''	R'''
-OH	$-CH_2CH(CH_3)_2$
$-CH_2CH(CH_3)_2$	-OH
-OH	H
H	-OH
-OH	$-CH_2Ph$
$-CH_2Ph$	-OH

R''	R'''
$-CH_2Ph$	-OH

-OH	
	-OH
-OH	$-CH_2OH$
$-CH_2OH$	-OH
-OH	
	-OH
-OH	$-CH_3$
$-CH_3$	-OH

or a stereoisomer thereof.

10. A pharmaceutical composition comprising a pharmaceutical carrier, and dispersed therein, a therapeutically effective amount of a compound of Claim 1.

11. A pharmaceutical composition comprising a pharmaceutical carrier, and dispersed therein, a therapeutically effective amount of a compound of Claim 6.

12. A pharmaceutical composition comprising a pharmaceutical carrier, and dispersed therein, a therapeutically effective amount of a compound of Claim 8.

13. A method of inhibiting one or more of the isoforms of Akt in a mammal which comprises administering to the mammal a therapeutically effective amount of a compound of Claim 1.

14. A method of inhibiting one or more of the isoforms of Akt in a mammal which comprises administering to the mammal a therapeutically effective amount of a compound of Claim 6.

15. A method of inhibiting one or more of the isoforms of Akt in a mammal which comprises administering to the mammal a therapeutically effective amount of a compound of Claim 8.

16. A method for treating cancer which comprises administering to a mammal in need thereof a therapeutically effective amount of a compound of Claim 1.

17. A method for treating cancer which comprises administering to a mammal in need thereof a therapeutically effective amount of a compound of Claim 6.

18. A method for treating cancer which comprises administering to a mammal in need thereof a therapeutically effective amount of a compound of Claim 8.

19. A pharmaceutical composition made by combining the compound of Claim 1 and a pharmaceutically acceptable carrier.

20. A process for making a pharmaceutical composition comprising combining a compound of Claim 1 and a pharmaceutically acceptable carrier.

21. The composition of Claim 10 further comprising a second compound selected from:

1) an estrogen receptor modulator,
2) an androgen receptor modulator,
3) retinoid receptor modulator,
4) a cytotoxic agent,
5) an antiproliferative agent,
6) a prenyl-protein transferase inhibitor,
7) an HMG-CoA reductase inhibitor,
8) an HIV protease inhibitor,
9) a reverse transcriptase inhibitor,
10) an angiogenesis inhibitor,
11) a PPAR-γ agonists,
12) a PPAR-δ agonists,
13) an inhibitor of cell proliferation and survival signaling, and
14) an agent that interfers with a cell cycle checkpoint.

22. The composition of Claim 21, wherein the second compound is an angiogenesis inhibitor selected from the group consisting of a tyrosine kinase inhibitor, an inhibitor of epidermal-derived growth factor, an inhibitor of fibroblast-derived growth factor, an inhibitor of platelet derived growth factor, an MMP inhibitor, an integrin blocker, interferon-•, interleukin-12, pentosan polysulfate, a cyclooxygenase inhibitor, carboxyamidotriazole, combretastatin A-4, squalamine, 6-O-(chloroacetyl-carbonyl)-fumagillol, thalidomide, angiostatin and troponin-1.

23. The composition of Claim 21, wherein the second compound is an estrogen receptor modulator selected from tamoxifen and raloxifene.

24. A method of treating cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with radiation therapy.

25. A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with a compound selected from:

1) an estrogen receptor modulator,
2) an androgen receptor modulator,
3) retinoid receptor modulator,
4) a cytotoxic agent,
5) an antiproliferative agent,
6) a prenyl-protein transferase inhibitor,
7) an HMG-CoA reductase inhibitor,
8) an HIV protease inhibitor,
9) a reverse transcriptase inhibitor,
10) an angiogenesis inhibitor,
11) a PPAR-γ agonists,
12) a PPAR-δ agonists,
13) an inhibitor of inherent multidrug resistance,
14) an anti-emetic agent,
15) an agent useful in the treatment of anemia,
16) an agent useful in the treatment of neutropenia,
17) an immunologic-enhancing drug,
18) an inhibitor of cell proliferation and survival signaling, and
19) an agent that interfers with a cell cycle checkpoint.

26. A method of treating cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with radiation therapy and a compound selected from:

1) an estrogen receptor modulator,
2) an androgen receptor modulator,
3) retinoid receptor modulator,
4) a cytotoxic agent,
5) an antiproliferative agent,
6) a prenyl-protein transferase inhibitor,
7) an HMG-CoA reductase inhibitor,
8) an HIV protease inhibitor,

9) a reverse transcriptase inhibitor,
10) an angiogenesis inhibitor,
11) a PPAR-γ agonists,
12) a PPAR-δ agonists,
13) an inhibitor of inherent multidrug resistance,
14) an anti-emetic agent,
15) an agent useful in the treatment of anemia,
16) an agent useful in the treatment of neutropenia,
17) an immunologic-enhancing drug,
18) an inhibitor of cell proliferation and survival signaling, and
19) an agent that interfers with a cell cycle checkpoint.

27. A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 and paclitaxel or trastuzumab.